



MARVEL
POP
ART 12¢
PRODUCTIONS

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

31
DEC

"IF THIS BE MY DESTINY..."



DEDICATED TO YOU, THE
GREAT NEW MARVEL
BREED OF READER!



BEFORE

Friend, dare YOU risk A TIME 10?

FOR A NEW MILLION DOLLAR HE-MAN BODY
STRENGTH-POWERED WITH 50 MIGHTY MUSCLES!
To Become A STAR IN ANY SPORT! A SUCCESS IN EVERYTHING!

Rush to me your LAST CHANCE coupon below, —
I'LL RUSH to you FREE My Professional Secrets

HOW TO GAIN UP TO 50 LBS OF MIGHTY MUSCLES!

HOW TO LOSE up to 50 lbs. of UGLY DANGEROUS FAT

FREE ALL FIVE \$5 WORLD-FAMOUS
PICTURE-PACKED ABC COURSES

1. How to Develop 16 to 18 1/2 INCH BIG ARMS Powerful to land a knock-out blow fast.
2. How to Build a 45 to 52 INCH HEROIC CHEST Housing TIRELESS LUNGS for ENDURANCE in Work, Sports, for ATTRACTING GIRLS!
3. How to Mold A BROAD MUSCLE-PACKED BACK and WONDER-WIDE SUPER-MAN SHOULDERS tapering to A SLIM PUNCH-PROOF WAIST.
4. How to Develop LEGS with MARATHON ENDURANCE.
5. How to Mold BIG MUSCULAR FOREARMS, A STEEL GRIP.

How to Become a FEARLESS SELF-DEFENSE FIGHTER.
OVERPOWERING ANY BULLY TWICE YOUR SIZE!

**How to IMPROVE YOUR
HE-MAN LOOKS 1000%**

One of my 181,000 pupils, John Sill, says

"I gained 60 LBS. of MIGHTY MUSCLES.

Just mail NOW the FREE book coupon below as I did.
YOU can add 3 1/2 inches to EACH ARM—7 inches to your
CHEST. YOU Can Win \$100. and this Trophy—as I just
did—a \$1,000,000 Body—HANDSOME, HARD-
HITTING."

This AMAZING NEW BOOK in colors YOURS FREE

if you mail
coupon NOW.

Jam-full with 120 PHOTOS of STRONG MEN and CHAMPIONS once
WEAKER than you. See in their pitiful BEFORE Photos and Stories.
Scores of How-to-do-it Pictures show you how YOU can quickly and
easily become an OLYMPIC CHAMPION in STRENGTH, SPEED and
ENDURANCE. Mr. AMERICA in Build. Yes! in just THRILLING MINUTES
a day, in YOUR OWN ROOM, RAPID-FIRE, EASY as ABC FAMOUS PICT-
URE METHODS show you how to Mold 16 inch ARMS of MIGHT, a big,
deep 45 INCH CHEST housing TIRELESS LUNGS, WIDE MANLY
SHOULDERS—a BROAD BRAWNY BACK, tapering to a SLENDER WAIST
with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER. You,
too, can WIN FAME and FORTUNE on TV or in the Movies, as a Physical
Director or Professional Athlete.

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. MA-510, GREAT NECK, NEW YORK
Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES
including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings
How to Become one of Them.

- ☐ I enclose 10c for mailing and handling. I am under no other obligation
I'm checking everything I need to give me the kind of body I want.
- ☐ I want to gain _____ lbs. (fill in). ☐ Triple my strength.
- ☐ I want to streamline my body, get rid of flabby fat.
- ☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST
- ☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST
- ☐ I want to become a winning athlete. ☐ I want new pep.

NAME _____ AGE _____

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

ADDRESS _____ PLEASE PRINT OR WRITE CLEARLY

CITY _____ ZONE _____ STATE _____

Let me know
how to get
FREE
\$100 worth
of Sports
Self-defense,
Strong-man
Stories,
Courses,
Apparatus

How in minutes of
FUN a day
YOU
WILL BE MADE
into A
NEW ATHLETIC
HE MAN

Jim Norman BEFORE
mailing coupon



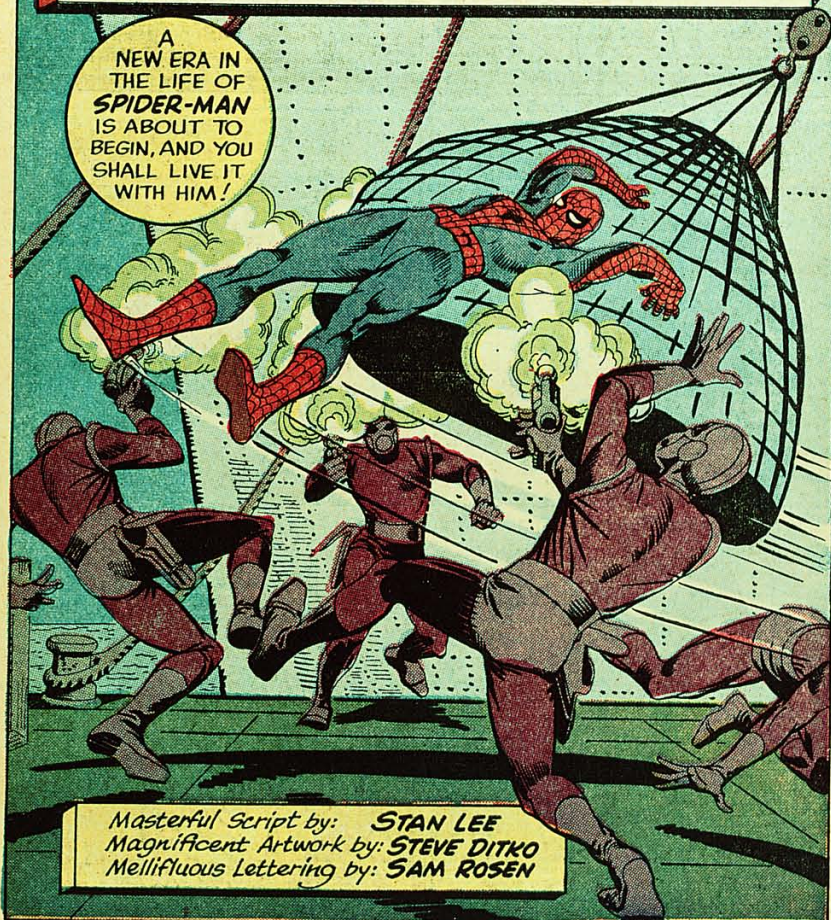
"I'm
PROUD
to be
seen
with
Jim
NOW!
Every-
body
admires
his build," says Nellie.
"Jim can lift the front
of a 2700 lb. car.
He amazes his friends!"

BEFORE
Mailing
Coupon
I was
a
125 lb.,
6 ft.,
skinny
weakling.
Which of
these
2 me's
is
YOU?

The AMAZING SPIDER-MAN!

"IF THIS BE MY DESTINY...!"

A
NEW ERA IN
THE LIFE OF
SPIDER-MAN
IS ABOUT TO
BEGIN, AND YOU
SHALL LIVE IT
WITH HIM!

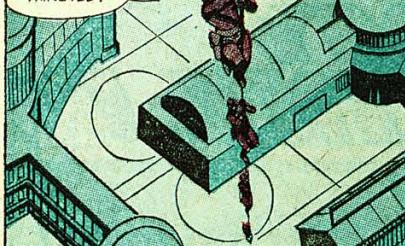


Masterful Script by: **STAN LEE**
Magnificent Artwork by: **STEVE DITKO**
Mellifluous Lettering by: **SAM ROSEN**

AMAZING SPIDER-MAN is published by NON-PAREIL PUBLISHING CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N.Y. 10022. Published monthly. Copyright 1965 by NON-PAREIL PUBLISHING CORP., 625 Madison Avenue, New York, N.Y. 10022. Vol. 1, No. 31, DECEMBER 1965 Issue. Price 12¢ per copy. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25 in American funds. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher.

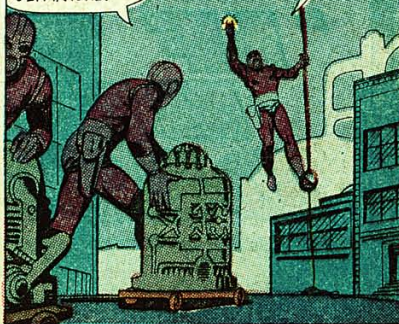
IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!



WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

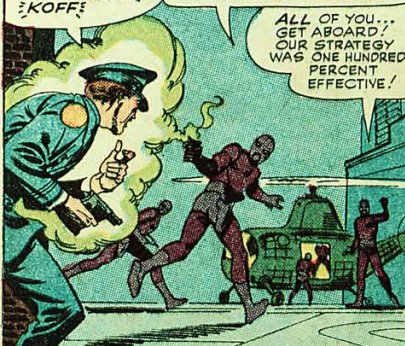
IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!



HEY! WHAT'S GOING ON...?? UHH...? KOFF...? KOFF!

A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!

ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

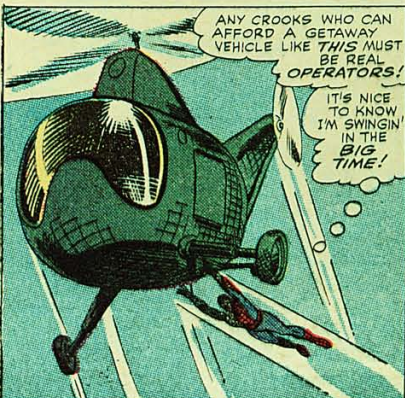


BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!



SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!



ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!

IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!



IT'S SPIDER-MAN!

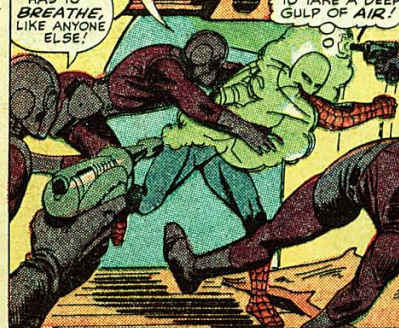
GIVE THE GENT A CIGAR! YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!

THOOM!

GIVE HIM A SHOT OF SLEEP GAS! HE HAS TO BREATHE LIKE ANYONE ELSE!

AND HURRY! IT WOULD TAKE AN ARMY TO HOLD HIM!

GAS! LUCKY FOR ME I SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF AIR!



I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS ANYWAY!

WHILE, AT THE REAR OF THE PLANE...

JUST HAD A MESSAGE FROM THE MASTER PLANNER! USE EMERGENCY PLAN 'G' TO FOIL SPIDER-MAN!



WITHIN SECONDS, THE STOLEN DEVICES ARE ENGAGED IN WATER-PROOF COVERS WITH ELECTRONIC SIGNALLING DEVICES ATTACHED...

EVERY-THING IS READY NOW!

THEN CARRY OUT PLAN 'G'!



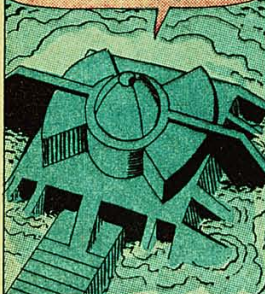
AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...



CARGO DISPOSED OF AS ORDERED!

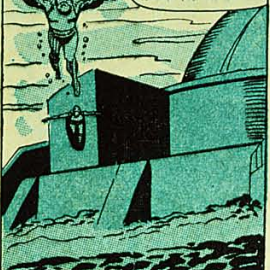
THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...

ATTENTION, TASK FORCE 'R'! RETRIEVE JETTISONED UNITS, AND STAND BY!

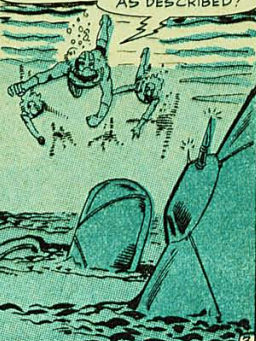


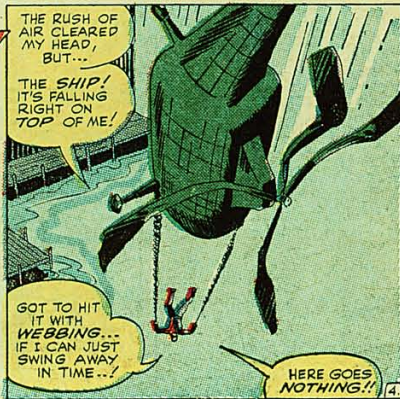
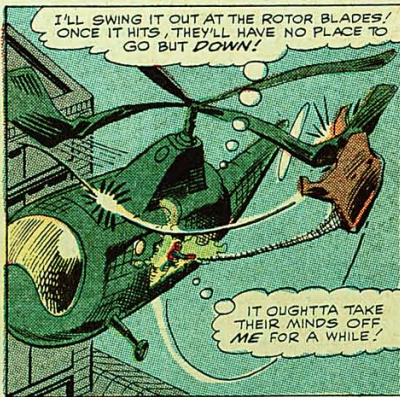
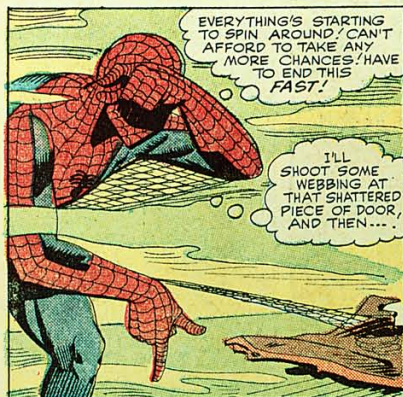
SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVE THE STRANGE, SUBMERGED STRUCTURE.

OUR COURSE IS DUE EAST BY NORTH-EAST!



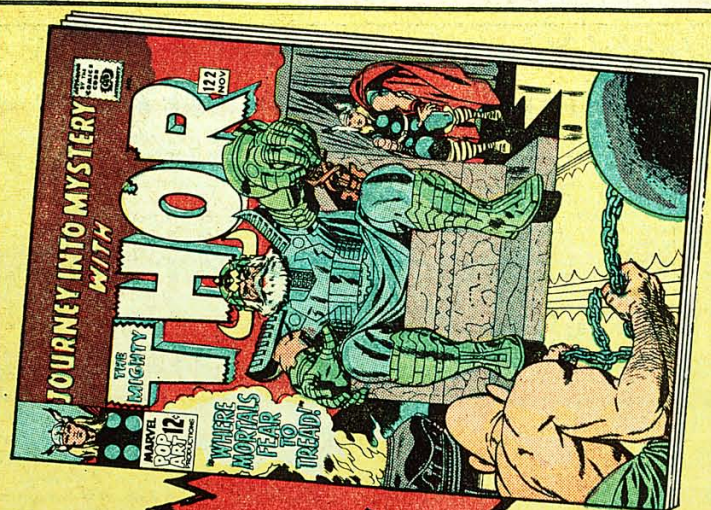
AND, SCANT MINUTES LATER... THERE ARE THE UNITS... EXACTLY AS DESCRIBED!





CONTINUED AFTER NEXT PAGE

TWO MORE TRIUMPHS FOR MARVEL...!



Now on SALE!

Would You Like to Take in \$140 after Supper?

This is exactly what L. Burnett did while still employed. Here are his own words:

"I worked at my Duraclean business part time until I saw that I could make as much in a week as my job paid for a whole month. One night, after supper, I took in \$140. Since getting full time, I've had single jobs running \$300 and more."

Mr. Burnett and one helper serviced this \$140 "after-supper" job. The national price guide

provides a Duraclean dealer a gross profit of \$5 per hour on EACH serviceman plus \$9 per hour on any service he himself renders. Your income is limited only by the number of servicemen you employ.

To own a business is much easier than you think. We show you how... step by step. The 24 page fully illustrated booklet we'll mail you (with no obligation) explains how most of your gross profit becomes a clear net profit to you.



Start while Continuing Present Job We furnish all the equipment...and help finance you

If you've wanted to be YOUR OWN BOSS... to become financially independent... have a fast growing income... and own a Nationally Advertised business, NOW YOU CAN! This business is easy to learn... easy to start... easy to service... and no experience is needed. We show you everything and furnish all equipment. At the start you can stay on your present

job, do servicing evening or weekends, or you can line up jobs for your servicemen to do while your customer list grows... then switch to full time. One small job a day brings a good starting income... and you operate from your home phone. If you are reliable, honest, and willing to work to become financially independent, mail the coupon for complete facts.

It's Easier than You Think to Start Your Own Business

When you receive our illustrated booklet, you will see the way we show you step by step how to quickly get customers... how to steadily build more customers from their recommendations.

All six services are rendered "on location" in homes, offices, hotels, theatres, churches, clubs, motels and institutions. These superior, safer and convenient methods spread Duraclean dealerships throughout the world. National Magazine advertising explains

the superior merits of your services, builds your customer confidence and brings job leads to you. You have pre-tested newspaper and yellow-page ads, commercials, and a full mailing program. Furnishings stores, insurance adjusters and decorators refer jobs to our dealers. The year 'round services are in constant demand. Investigate TODAY... before someone else takes your location.

Start Small, Grow Big...

Many men have said to us, "I can't afford to give up my job till I know I have a sure thing... a sound business that will provide both security and a better living for my family."

That made sense to us so we worked out such a plan. You can start small and grow big just as we did. A third of a century ago Duraclean was an idea... but it caught fire and spread rapidly to a worldwide service. It spread because it was based upon (1) superior processes and (2) proven customer-getting methods. You don't experiment. You use tested, proven methods. You have our backing and "know how."

Our first service, the care of carpets and upholstery, exemplifies these superiorities. It not only cleans; it enlivens the fibers... revives dull colors. File rises with new life. Furnishings are used again in a few hours.

in this Booming Business

There's no machine scrubbing. No soaking. Duraclean cleans by absorption. Mild aerated foam lightly applied, lifts out dirt, grease and many unsightly spots like magic. Government figures show \$750 million yearly potential just in rug and furniture cleaning. You have five other services... fully explained in the free booklet.

A few hundred dollars establishes YOUR OWN business. A day's profit more than takes care of the monthly payments we finance for you.

We furnish electric equipment and enough materials to return your TOTAL investment. It is surprisingly easy to learn this business. You can decide from the information we will send you whether to apply for a dealership. So, with no obligation whatever, mail the coupon TODAY.

Own a Nationally Advertised Business

Your Services Are Endorsed by McCall's Magazine, American Research & Testing Laboratories and by leading Carpet Mills & Furniture Makers

What Dealers Say:

Langdon Lawson: National advertising is tops, creates leads. In September, working alone, jobs totaled \$1,475.

Charles Randall: Business keeps growing. Made as much as \$120 in one day.

D. Kern: Duraclean's proven-best process and the continuous help from headquarters gave me a big jump on all competition. My total billing was \$2,416. Total expenses \$314.

Gerald Wehrhach: Three persons called me - saw Duraclean advertised in magazines.

Edward Hoy: A smoke damage insurance claim bill was \$186. All work was done by me in exactly 8 hours and 2 minutes.

W. C. Smith: Earned \$650 one week. Volume keeps getting bigger. Service man for dealer C. Wood: Furniture was filthy black. When through, I was amazed how clean.

John E. Frost: First 2 months I grossed \$1,000 part-time.

Loren Farrier: I'm proud to be independent at 30. I wish I had known about Duraclean earlier.

Earl Davis: Our sales increased \$17,600 this year.

Ed. Kramsky: In 2 years, now have two assistants, a nice home and real security for my family.

Mail this coupon TODAY

It may put you in business

Duraclean Co., 5-210 Duraclean Bldg., Deerfield, Ill. 60015

With no obligation, mail letter with 24 page illustrated booklet explaining how I can increase my income and family security with a Duraclean Dealership.

Name _____ Address _____ City _____ State _____

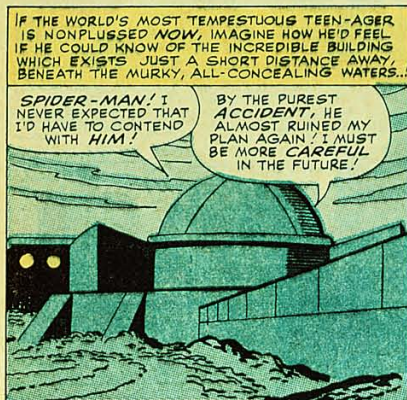
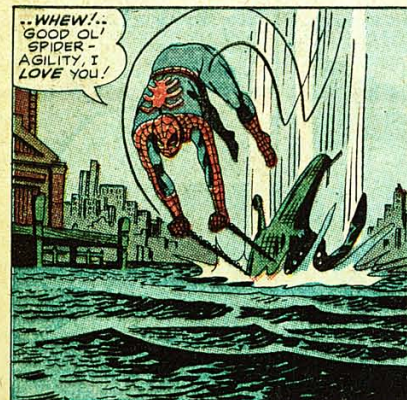
FREE BOOKLET

tells how to Start

Your Own Business

With no obligation, we'll mail you a letter and 24 page booklet explaining this business... how and why your income grows... how we help finance you. Then decide if this opportunity fulfills your dream of independence and a much bigger income. Your location could be taken tomorrow... so mail coupon today.

FIND OUT—NO OBLIGATION



THE NEXT MORNING, PETER PARKER BIDS HIS DOTTING AUNT MAY GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...

I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!

GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!

HE'S JUST LIKE HIS FATHER... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A SON TO ME ALL THESE YEARS!

AND, HE WAS SO HAPPY, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY ILL I'VE BEEN FEELING...

FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF ANYTHING, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...

AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY. HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!

YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT. IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...

WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE! AND THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN DUPLICATE, ARE THE ONES THAT HAVE TO BE DONE IN TRIPPLICATE!

WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!

DROP DEAD!

I AM BUSHED! AND SCHOOL HASN'T REALLY STARTED YET!

BUT IT SURE WAS A BALL!

YOU CAN PICK UP THE REST OF YOUR BOOKS TOMORROW!

IT WOULD BE EASIER JUST TO MOVE INTO THE LIBRARY!

MILLIONS OF THEM

NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?

WHEW... I WONDER IF THEY HAVE COURSE IN "HOW TO WAIT ON LINE!"?

REGISTRATION

BOOKS

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL...

I'LL BE UP EARLY TO MAKE BREAKFAST FOR YOU TOMORROW, DEAR!

YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT, YOU NEED YOUR REST!

NONSENSE, PETER! I WANT TO... OHHH...

AUNT MAY! WHAT'S WRONG?!

SHE... SHE'S FAINTED!

I'VE GOT TO SEND FOR THE DOCTOR... RIGHT AWAY!

A HALF HOUR LATER...

YOU MAY COME IN NOW, SON!

HOW IS SHE, DOC?

SHE'S VERY WEAK, MY BOY!

I'M NOT QUITE SURE WHAT'S WRONG, BUT AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES, I'LL SEND FOR THE AMBULANCE!

AMBULANCE? YOU MEAN...?

YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!

IT... IT HAPPENED SO SUDDENLY!

HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE

THEN, AFTER A SWIFT AMBULANCE RIDE...

SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!

PETER...

I'M RIGHT HERE, AUNT MAY!

EASY, SON... DON'T TIRE HER!

YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!

I WILL... BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!

DON'T YOU WORRY ABOUT ME, AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!



CONTINUED AFTER NEXT PAGE

THROW YOUR VOICE

Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Ventriloquist." No. 137 25¢

SILENT DOG WHISTLE

This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 \$1.00

MAGIC CARDS

Deck is marked and striped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 \$1.98

AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 044 \$2.98

SURPRISE PACKAGE

Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢ No. 678

MUSICAL JUKE BOX BANK

Drop in a coin and the turntable revolves to a lively melody... Just like the modern juke box that youngsters adore. Make savings a pleasure—money mounts up. Made of sturdy metal. 4 1/2" x 4". No. 05 \$1.50

SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 75¢

YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attack. FREE book on how to perform strong man stunts also included. No. 224 \$1.00

TREASURE CHEST OF FUN

MONSTER SIZE MONSTERS

A full 6 foot tall in authentic full color and so very lifelike you'll probably like yourself talking to them. We have these two all-time favorites—the shilling Frankenstein, and the mad vampire Doctor Stock. No. 517 1.00

X-RAY SPECS

Sit on a pair of X-Ray Specs and your friends will think you can see right through them! C-r-a-z-y No. FL7 \$1.00

WORMS

Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 612 15¢

JOY BUZZER

The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation!" Absolutely harmless. Only 50¢ No. 239

BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision engineered speedometer for only 75¢. You can time yourself for races, sports, distance. Just fasten it to your handlebar and go. No. 199 75¢

ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud, just like an A Bomb. No. 971 20¢

MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time exposure shutter. Can be hidden anywhere. Complete with free roll of film. No. 708 \$1.00

ONION GUM

Yes—Looks like real chewing gum but tastes like... like... ONIONS! Its too funny! It slices to a pack. No. 281 20¢

AMAZING NEW SPACE PHONE SET-2-WAY-SEND-RECEIVES

You can talk back and forth between houses, from room to room and from secret hiding places because it's portable—no electric wires—no batteries. Employs the principle of transmission by diaphragm and loud ringing. No. 194 69¢

TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 Only 25¢

Honor House Prod. Corp. Dept. 77GK10

Lynbrook, N.Y.

Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

Item	Name of Item	How Many	Total Price

☐ I enclose ☐ In full payment. Same guarantee.
☐ Send C.O.D. I will pay postman on delivery plus postage.

Name _____
 Address _____

Sorry, we cannot ship orders for less than \$1.00. Kindly add 15¢ for postage and handling to all orders.



HOW ABOUT THAT?? HE IGNORED US!!

THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!



SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!



AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS KUSKY AS FLASH... BUT HE'S BRIGHTER... AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY... AND CONCENTRATE ON THE PROF.



THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN'?

THERE'S JUST TIME FOR ONE PHONE CALL!



WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!!

WHAT A BRUSH-OFF HE GAVE ME!

IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!

HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!



WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

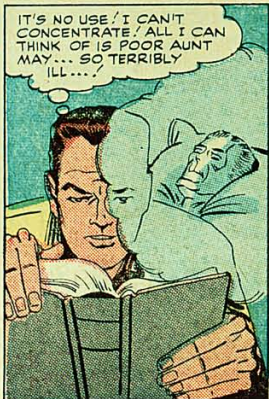
STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...



AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

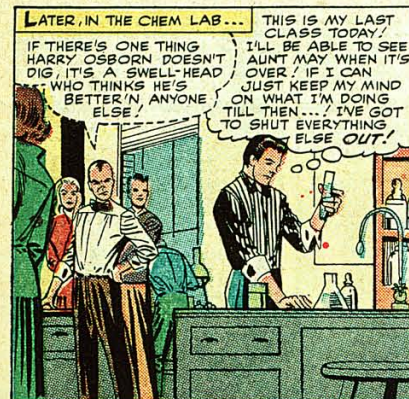
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!



IT'S NO USE, I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...



AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!



LATER, IN THE CHEM LAB...

IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG IT'S A SWELLY HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!

THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN... I'VE GOT TO SHUT EVERYTHING ELSE OUT!



LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?

I THINK WE SHOULD MIND OUR OWN BUSINESS!

AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!



IT WON'T BE ANYTHING SERIOUS! I'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!

I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!



FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH THAT!

NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!

I STILL CAN'T HELP FEELING ATTRACTED TO HIM!



WELL, I GUESS I CAN'T BACK OUT NOW!

PETE!

PETER, DON'T YOU HEAR ME?

PERHAPS I SHOULD GET AUNT MAY ANOTHER DOCTOR... A SPECIALIST!



THIS IS GREAT! HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!

PETER PARKER! I ASKED IF I COULD BORROW YOUR PEN!!



HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!

I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A GLANCE!



THANK YOU VERY MUCH, MISTER PARKER, BUT I CHANGED MY MIND!

JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!



THE CHEMICALS **IGNITED!**
BUT, THAT'S **IMPOSSIBLE!**
THEY **COULDN'T** HAVE!
THEY WERE **ALL**
COMPLETELY STABLE!



PARKER! THIS LAB IS NO PLACE
FOR EXHIBITIONS, EVEN THOUGH
YOU **DID** WIN A SCIENCE
SCHOLARSHIP. YOU WILL CONFIN
YOURSELF TO THE EXPERIMENTS
AT **HAND!**

YES
SIR, I'M
SORRY--
IS THAT
CLEAR?

HE THINKS
I DID IT
PURPOSELY!
BUT, HOW DID
IT HAPPEN?



IT
WORKED
BETTER
THAN I
THOUGHT!
THIS'LL
TAKE THAT
SWELL-
HEAD
DOWN A
PEG!

IT WAS
JUST
SUPPOSED
TO BE A
JOKE! I
DIDN'T
WANT TO
GET ANY-
ONE IN
TROUBLE
WITH THE
PROF!

AWW, DON'T
LOSE ANY
SLEEP
OVER IT,
GWEN! IT
COULDN'T
HAVE
HAPPENED
TO A NICER
GUY!

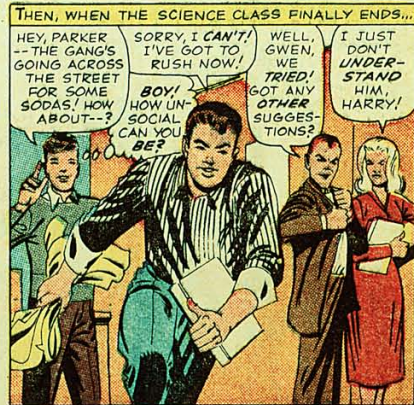


TELL YOU WHAT,
DOLL-- IF IT'LL
MAKE YOU FEEL
BETTER, WE'LL
INVITE HIM FOR
A COKE AFTER
CLASS! HOW'S
THAT?

IT'S THE **LEAST**
WE CAN DO! WE
HAD NO RIGHT
TO GET
PROFESSOR
WARREN DOWN
ON HIM!

I'VE NEVER MADE
A BONEHEAD
MISTAKE LIKE
THAT IN AN
EXPERIMENT
BEFORE! I MUST
HAVE BEEN
DAY-DREAMING!

DAY-
DREAMING,
MY FOOT!
I JUST CAN'T
GET POOR
AUNT MAY
OUT OF MY
MIND, THAT'S
ALL!



THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...

HEY, PARKER--
THE GANG'S
GOING ACROSS
THE STREET
FOR SOME
SODAS! HOW
ABOUT--?

SORRY, I CAN'T!
I'VE GOT TO
RUSH NOW!

WELL,
GWEN,
WE
TRIED!
GOT ANY
OTHER
SUGGES-
TIONS?

I JUST
DON'T
**UNDER-
STAND**
HIM,
HARRY!



MINUTES LATER, OUTSIDE THE SCIENCE HALL,
GWEN AND HARRY RUN INTO ANOTHER FAMILIAR
FACE... "I JUST SAW THE
POOR MAN'S EINSTEIN
RUNNING PAST ME LIKE
HE KNEW WHERE HE
WAS GOIN'. WHAT HAPPENED
DID HE SEE A MOUSE?"

WHO KNOWS?
MAYBE SOME-
ONE TOLD HIM HE'S
TOO GOOD FOR THE
HUMAN RACE!



WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...

YOU'RE LOOKING MUCH BETTER, AUNT MAY!
YOU'LL BE OUT OF HERE IN NO TIME!

OF COURSE, PEAR, BUT ABOUT
YOUR FIRST DAY OF SCHOOL?
WAS IT EXCITING? DID YOU
MAKE ANY NICE NEW FRIENDS?

OH, SURE! IT
WAS GREAT!
THEY'RE A
SWELL BUNCH
OF GUYS
AND GALS!



VISITING HOUR IS OVER! YOU'LL
HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG
NOW, PETER!
DON'T STAY
UP TOO LATE
STUDYING, AND
GET PLENTY
TO EAT!

SURE, AUNT
MAY! DON'T
WORRY
ABOUT A
SINGLE
THING,
HEAR?



BUT, PETER PARKER **LOSES** SOME
OF HIS CHEERFUL DEMEANOR
WHEN HE LEAVES THE SILENT
ROOM...

I'LL LEVEL
WITH YOU, SON!
WE AREN'T CERTAIN
WHAT'S WRONG
WITH YOUR AUNT,
BUT HER
CONDITION
ISN'T GOOD!

SHE'LL HAVE TO
REMAIN HERE
FOR MORE
TESTS! THAT'S
ALL I CAN TELL
YOU AT THE
MOMENT!

I KNOW
YOU'LL DO
ALL YOU CAN
FOR HER,
DOCTOR!



OF COURSE WE WILL,
PARKER! BUT, AT HER
AGE, WE JUST CAN'T
BE TOO OPTIMISTIC
AT THIS
POINT!

BUT, SHE MUSTN'T
BE ALLOWED TO
WORRY! WE MUST
TRY TO KEEP HER
SPIRITS UP AT
ALL TIMES!

I UNDER-
STAND,
SIR...

SURE,
DOC--

BEING **CHEERFUL**
WHEN I SEE
HER WILL BE
THE TOUGHEST
THING I'VE
EVER DONE!



LATER, AS A SOMBER PETER
PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE **KNOWN** THERE'D
BE NOTHING BUT **BILLS** AT A
TIME LIKE THIS!

JUST WHEN
I NEED ALL
THE CASH I
CAN SPARE
TO PAY FOR
AUNT
MAY'S
MEDICAL
EXPENSES!



MAYBE I
OUGHT TO
FORGET ABOUT
COLLEGE! EVEN
THOUGH MY
SCHOLARSHIP
PAYS THE
TUITION, I
STILL
CAN'T
AFFORD IT!

IF I COULD GET
A FULL-TIME
JOB-- BRING IN
SOME **REAL**
MONEY-- **THAT'S**
WHAT WE NEED!

BUT-- THAT
WOULD
REALLY
BREAK
AUNT
MAY'S
HEART!



THERE'S ONLY ONE **OTHER** WAY
FOR ME TO EARN SOME READY
CASH! EVEN THOUGH IT MEANS
SPENDING THE NIGHT AWAY
FROM MY STUDIES...



AND SO, MINUTES LATER, THE DRAMATIC FIGURE
OF **SPIDER-MAN** SILENTLY STALKS THE CITY'S
ROOFTOPS, LIKE A SHADOWY WRAITH...

MY BELT-CAMERA
IS LOADED AND
READY!

NOW, IF I CAN JUST BE LUCKY
ENOUGH TO RUN INTO A NEWS
STORY WORTH
PHOTOGRAPHING!



IF I FIND SOME-
THING THAT I CAN
SELL TO THE **DAILY**
BUGLE EARLY ENOUGH,
I'LL **STILL** BE ABLE
TO RETURN AND GET
SOME STUDYING IN
TONIGHT!

BUT, I'VE NEVER
SEEN THE CITY
SO **QUIET...**



NEVER THOUGHT I'D FIND MYSELF **WISHING** FOR A CRIME TO TAKE PLACE-- BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!



AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...
NOTHING! NOT A SINGLE **THING!** AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTOS OF A QUIET CITY STREET!



I CAN'T EVEN FIND A SINISTER **JAY-WALKER**, OR A DANGEROUS **LITTERBUG** I CAN CATCH IN THE ACT WITH MY KODAK!

THERE'S A CAR ILLEGALLY PARKED--BUT IT'S HARDLY A FRONT PAGE SHOT!



FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY... IT'S NO USE! I'VE WASTED THE ENTIRE EVENING-- AND ALL FOR NOTHING!



WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET SOME STUDYING IN IF I GET RIGHT HOME!



AND A FEW SHORT HOURS LATER... CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES--BUT, IT'S TIME FOR CLASS NOW...

AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLARSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...



THAT'S HIM! MR. SWELLED-HEAD OF 1965! WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL? NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY! I STILL HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN. AW, COME OFF IT, GWEN! HOW MUCH PROOF DO YOU WANT? I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED, SKINNY CREEPS!

CONTINUED AFTER NEXT PAGE

Make \$500 to \$2000 a Week EXTRA operating this

"SATURDAY MORNING Shoe STORE"

We Furnish Everything FREE!

Make extra money next week end! Just visit with friends, relatives and neighbors on Saturday mornings and show them how they'll "walk on air" in Mason comfort shoes! Many a man sells 2, 3, 4 or 6 pairs of Mason shoes on Saturday mornings alone--without "knocking himself out"--and makes as much as \$5 to \$20 or more extra for 2 or 3 hours of his time. You keep all of your profits! We furnish you a FREE selling outfit containing everything you need to start making money right away. We carry the stock for you and ship the shoes for you--your profit is clear. You never invest a cent. And think what you'll save on your own shoes, too!

Here's Why You'll Make Money!

You'll take orders for over 230 different shoe styles for dress, sport or work, for men and women--a far greater selection than any neighborhood store can possibly stock. And you can fit almost anyone! You'll draw from our 300,000 pair stock with sizes ranging from 2 1/2 to 15, widths AAAA to EEEE. You'll feature exclusive Velvet-teez shoes with foamy-soft air-cushion insoles that let you "walk on air." You show many other exclusive features... Ripple Sole Shoes, Oil-Resistant Work Shoes, Magic Closure Shoes, colorful styles for women--a line that's far beyond the reach of any store. That's why EVERYBODY is your prospect. And because Mason Shoes are never sold through stores, folks must buy from you!

Don't Invest a Cent! We Give You FREE SELLING OUTFIT!

Fill out and mail coupon below. We'll rush you your FREE Selling Outfit. Kit features 230 fast-selling shoe styles, plus foolproof measuring equipment--and "How To Make Extra Money" booklet. Send no money now or later. Just rush the coupon for your FREE Selling Outfit... enjoy some extra money next Saturday!

RUSH STARTING OUTFIT

MR. VICTOR MASON
Mason Shoe Mfg. Company, Dept. Z-957, Chippewa Falls, Wis.

Dear Victor: Please rush FREE and postpaid my Starting Shoe Business Outfit with EVERYTHING I need to start making extra cash Saturday mornings.

Name _____ (PLEASE PRINT)
Address _____
Town _____ State _____

MASON SHOE MFG. CO., Dept. Z-957
Chippewa Falls, Wisconsin

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST.



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU--AND

I'LL KEEP ASKING--UNTIL YOU SAY YES!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED PATCH? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...



THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...



HONEST TO GOSH--WE DIDN'T FORGET ABOUT SPIDER-MAN! YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--



BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!



BUT, WHEN "PATCH" TURNS A CORNER...



AND THAT'S A CHALLENGE NO GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!



THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT ONE THING--ROBBERY!



NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED--I HAVEN'T ENOUGH EVIDENCE!



HELLO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?



SHOP BY MAIL

I'm 11 Years Old... and I Sell \$7500 to \$10000 a Week

writes Carl B. Rudd, Jr.
Exceptional Blair Dealer of Ohio
Says Carl: "I am very proud to have the opportunity to sell Blair Products. In the last month I have worked, I have bought my clothes and saved over \$200.00, I now have my business built up and sell \$75.00 to \$100.00 a week!"
Boys! Girls! If You'd Like the Chance to Make Good Money and Get Premiums, Too, Send for Big Display Outfit!

Yours for FREE TRIAL!
Like Carl Rudd, you, too, may become a Blair Dealer and make big money in your neighborhood famous Blair Quality Products—over 200 Food Products, Flavorings, Cosmetics, Household Items every home needs and more. We'll send you a big money-making Display Outfit containing full-size products worth \$4.95 at retail price—for FREE TRIAL. Show this Outfit to friends, neighbors, and take easy, fast orders. No experience needed to make good money after school, weekends, just spare time! And you get valuable Premiums besides the cash you make!

SEND NO MONEY! Just print name, address, age on coupon, mail it today for Display Outfit, complete money-making details, sent for Free Trial.
BLAIR, Dept. 272-BW, Lynchburg, Virginia

Blair, Dept. 272-BW, Lynchburg, Virginia
Each Display Outfit, full-size Blair Products, complete money-making plans, Premium offers—for FREE TRIAL.
Name.....Age.....
Address.....
City.....Zone.....State.....

1001 THINGS YOU CAN GET FREE COMPLETE LIST For Only **50¢**
Available free by writing to different manufacturers, associations, etc. List includes over 1000 items to get hundreds of \$5 worth of Free Samples, Information Books, Money, Food, Perfume, Stationery, Gifts, Foreign Cash, etc. Send for free list for 50¢.
THINGS FREE *P.O. BOX 1225-MC NEWARK 1, N.J.

SONG IDEAS WANTED
Write with active, professional songwriters with publisher contacts. Records made. Share royalties.
HITS WRITTEN BY OUR PAST & PRESENT STAFF
LET THE LITTLE GIRL DANCE — BILLY BLAND
PRETTY LITTLE ANGEL EYES — CURVE
WHAT A SURPRISE — JOHNNY MONTAGNA
HOMER! — THE BEATLES
PLUS 100 OTHER HITS!
Send Material Now for FREE Examination
SONGWRITERS' ASSOCIATES
Studio 9 236 W. 55 St. at Broadway, NY 19, NY

PLAY GUITAR IN 7 DAYS OR MONEY BACK
GUITARIST ED SALES' famous 66-page Secret System worth \$1.00 teaches you to play a beautiful song the first day and any song by ear or note in seven days! Contains 52 photos, 87 finger placing charts, etc., plus 118 popular and western songs (words and music); a \$1.00 Chord Finder of all the chords used in popular music; and a \$3.00 Guitarist Book of Knowledge.
TOTAL VALUE \$7.00 \$9.98
—ALL FOR ONLY—
SEND NO MONEY! Just your name and address, pay postman \$2.98 plus C.O.D. postage. Or send \$3.98 with order and 3 pay postage. 10-Day Money-Back Guarantee.
ED SALE, Studio 195 S. Aven By the Sea, N.J.

ROCKETS
16 high flying model kits for you to build and fly
BLAST OFF
with the WAC Corporal Flying scale model, famous sounding rocket
ORDER TODAY
#SK-2 parts, 2 engines, design booklet.....\$2.00
Illustrated catalog.....25¢
ESTES INDUSTRIES
Penrose 39, Colorado

CONFEDERATE PAPER MONEY
3 Diff. Notes... 50¢; Confederate 1/4 Dollar... 25¢
Complete Set Confederate Stamps... 35¢; all are Facsimiles. Indian Head Cent, 2 Diff. 60¢
SPRINGFIELD CO. 184 State St. Springfield 3, Mass.

INSIGNIA 40-100
ARMY • NAVY • MARINE
Includes 40 Different Shoulder Emblems, Ranks, Chevrons, C-Rot, Medals, Ribbons, Color Insignia, etc. ORDER NOW! Send \$1.00 for 40 or 100. NO DUPLICATES.
—ALL DIFFERENT—
EMBLEM SALES CO. Dept. 4010
P.O. Box 167, Madison 6, Wis. N.Y. 10

OVER 500 KRAZY STAMPS
SEAL YOUR LETTERS WITH A LAUGH!
They're wild! Over 500 assorted funny sayings to quip and joke. Use on mail or envelopes, etc.
KRAZY STAMP CO., P.O. BOX 1225-MC NEWARK 1, N.J.

High School Course at Home Many Finish in 2 Years
Go as rapidly as your time and abilities permit. Equivalent to resident. School work—preparatory for college entrance exams. Standard H.S. texts supplied. Diploma awarded. Credit for H.S. subjects completed. Single subjects if desired. Ask for Free Bulletin.
American School, Dept. H712 Drexel at 58th, Chicago 37

YOU CAN HAVE A HE-MAN VOICE
Send today for FREE booklet: "Voice Power & Personal Power" by Eugene Fouchenger. Just send your name, address and age. Mailed in plain sealed envelope. No obligation. Write today!
PREFECT VOICE INSTITUTE, Studio M57 325 W. Jackson Blvd., Chicago 8, Ill.

POEMS WANTED
TO BE SET TO MUSIC
Send one or more of your best poems today for FREE EXAMINATION. Any subject. Immediate consideration.
PHONOGRAPH RECORDS MADE
CROWN MUSIC CO.
49 W. 32 St., Studio 11, New York 1

STAMPS

STAMP COLLECTING OUTFIT
A packet of worldwide stamps, 9 Triangles, 2 Diamonds, 2 insects, flowers, ships, mountains, New African Nations, etc. Plus a packet of hinges, perforation gauge and millimeter scale, watermark detector. ONLY 25¢ to approval buyers.
L. W. BROWN, Dept. MG, Marion, Mich.

Thousands of beautiful stamps at only 1¢ each—why pay more when you can get the best for less. Write today for approvals.
PENNY STAMP SERVICE
Orange California

BETTER U.S. APPROVALS
To introduce our BETTER U.S. APPROVALS we offer 15 of the most wanted U.S. stamps, including a Columbian, Bi-Cent, Army-Navy, Famous American, Airs and other Commem. for only 10¢.
OCEAN STAMPS, BOX 44-S, BROOKLYN 29, N.Y.

25 DIFF. CHINA 10¢
BIG VALUE only 10¢ to Approval Buyers.
EXTRA! We give our REGULAR customers an album with 80,000 spaces after certain purchases.
WEST COAST STAMPS, 1609 S. Park, Santa Ana, Cal.

U.S. \$ \$ STAMPS FREE!
Columbus issue, Pony Express, Antarctic Territory, Beales, Togo Kennedy, etc. Send 10¢ for mailing.
Empire Stamp Co., Dept. MC, Toronto, Canada

15 Philatelic Zoological Specimens 10¢
Free Watermark detector.
CROWN STAMP CO., Virgil 316 Ontario

"OLD GLORY" in flaming colors! U.S.A. flag
giant beauty from Honduras. Enormous United Nations Mexican stamp. Plus strange gorilla issue. Duke of Windsor, Morocco, lovely Macao flowers, wild buffalo stamp and others. 10¢ with approvals.
SUNNY STAMPS, Fruitport 19, Mich.

50 YEARS OLD
15 different U.S. stamps at least 50 years old—10¢ with (low priced) U.S. approvals.
JAXON STAMP COMPANY
510 Avenue L—Brooklyn 30, N.Y.

LOOK — GIANT PHILIPPINE
stamp, plus New Zealand, Cuba and others. Only 5¢ with U.S. or foreign approvals.
Earl Thompson, 1448 Odell St., St. Louis 9, Mo.

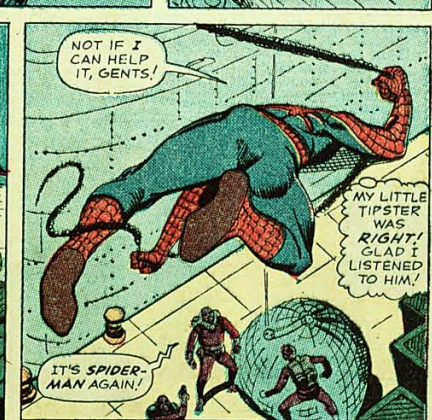
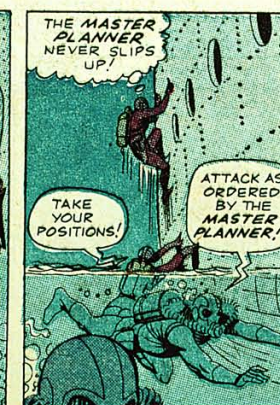
Mayflower Stamp Album 25¢
407 Illustrations. 64 pages.
Approvals accompanying.
NIAGARA STAMP CO., St. Catharines 716 Ontario

AMERICAN HISTORICAL COLLECTION!!
Enormous Airmail Diamond Pres. Kennedy & Movie Star Grace Kelly. 1st USA Spaceman Shepard, plus midge soldier, Latin Orchid issue, etc. Pierre Fubusier etc. 10¢ with approvals.
ROSELAND STAMPS, Spring Lake 19A, Mich.

100 BRITISH COMMONWEALTH 10¢
Accompanying approvals.
NIAGARA STAMP CO., St. Catharines 516, Ontario

225 STAMPS FOR ONLY 10¢
THIS MAMMOTH VALUE INCLUDES STAMPS WORTH UP TO 25¢! ALSO APPROVALS. WRITE TODAY!
MYSTIC STAMP CO. Camden 1, New York

SPECTACULAR! OLD U.S.I
Fam. Americans, Flags, Presidents, Airmails, Commemoratives with approvals, plus surprise Packet for 10¢ handling.
METROPOLITAN STAMPS
Box 312H, Jackson Heights, N.Y.



MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!



BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...

SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!



BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!



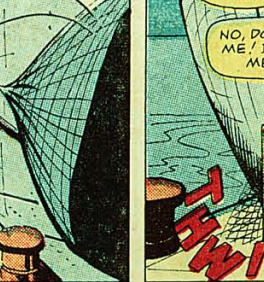
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!

UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!



HOLD IT, GROUP! WAIT FOR ME!

YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!



NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!

WIP!

WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!

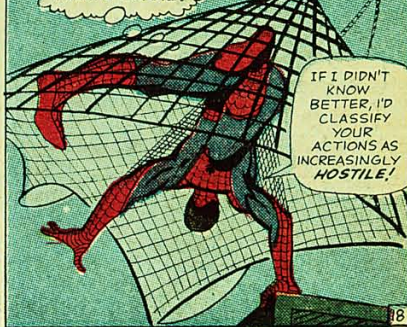


A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!

DUCK! WE'LL GET HIM FROM ABOVE!

THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A CARGO NET! DROPPED ON ME FROM A CRANE!



IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!



WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!

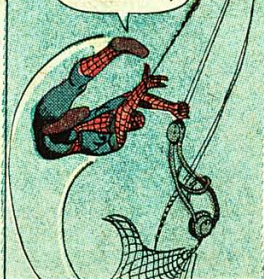
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!

BUT, THOUGH I HATE TO SEEM UNGRATEFUL, I'VE SOME OTHER THINGS TO TEND TO, FIRST!



LOOK! HE SAVED HIMSELF BY ATTACHING HIS WEB TO THE BOOM!

ONE THING I'LL SAY FOR YOU BOYS! YOU'RE OBSERVANT!



NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY -- OH, NO!



QUICK, TAKE TO THE DEEP -- WHILE WE STILL CAN!

THEY'RE ALL DIVING INTO THE 'DRINK'!



WITH ALL THOSE GIZMOS THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!



SAY! THERE'S A SQUAD CAR -- AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!

YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!



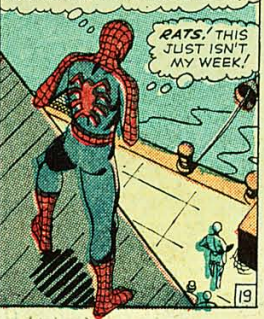
I'M SURE SPIDER-MAN WAS HERE -- BUT THERE'S NO SIGN OF HIM NOW!

I WONDER WHO HE IS -- AND HOW HE FIGURES IN ALL THIS?



WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!

I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J.J.J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPHY DOCK WITH A FEW POLICEMAN STANDING AROUND!



RATS! THIS JUST ISN'T MY WEEK!

THE ONLY **GOOD** THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHAT-EVER THEY WERE AFTER...

...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY WORKED!



MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!

I SURE AM GLAD I DECIDED TO MAJOR IN **SCIENCE**--WHAT WOULD I DO WITHOUT IT?



WELL, I CAN ALWAYS PAT MYSELF ON THE BACK LATER! RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE **NEWS PHOTOS**.

AND, IF I FIND ANY, I HORE I REMEMBER TO **SNAP** 'EM NEXT TIME.

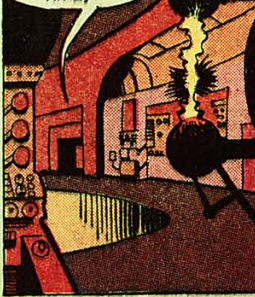


MEANWHILE, IN A FANTASTIC EPIDICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE **MASTER PLANNER'S** MEN...

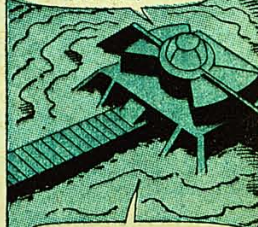
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE **USED** THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!



IF MY **RAY** CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE **WORLD** IN TIME!



BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY **SPIDER-MAN**! EVEN HE HAS NOT THE POWER TO **STOP** ME!



THOUGH HE AND I HAVE MET **BEFORE**, IF HE CROSSES MY PATH AGAIN, OUR **NEXT** ENCOUNTER WILL BE HIS **LAST**!

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...

ARE YOU **CERTAIN**? PERHAPS THERE HAS BEEN A MISTAKE!



BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST **ONCE** MORE!



VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...



NEXT ISSUE, WE SHALL LEARN THE FATE OF PETER PARKER'S AUNT MAY, AS WELL AS THE IDENTITY OF--THE **MASTER PLANNER**! BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST NOT MISS IT! **HUFF SAID!**

NOTE: OUR LETTERS SECTION APPEARS AFTER THE NEXT PAGE...

TM & © 2004 MARVEL

If you are 15 or under—here's an easy way to
**Make up to \$10⁰⁰ IN AN HOUR
ON SATURDAY MORNINGS!**



Just show your uncles, aunts, friends and neighbors
beautiful Doebla Christmas Cards at **DISCOUNT PRICES!**

You'll earn up to \$25.00 . . . \$50.00 . . .
even \$100.00 and more in spare time
on weekends and after school

IT'S EASY...FAST...FUN!

I BET you can think of a dozen people, who'll be glad to order these beautiful Christmas Cards from you. The folks next door, for instance. Or your relatives. Or friends of the family. Even your own parents! They're all going to buy Christmas Cards anyway, right? So think how grateful they'll be when you let them order your gorgeous cards at **BIG DISCOUNTS!**

No experience needed — no selling to do!
We send you cards that are so beautiful — and such great values — that they *sell themselves!* All you do is simply *show* them and take orders! Yes, once folks see these expensive-looking cards with sparkle-glitter, deckle edges, clever cut-outs, creative attachments, antique parchments, lavish colors, thoughtful verses, even personalized name-imprinted cards — they'll "flip" when you reveal the low price. Some assortments for as little as \$1 for a box of 21 cards. Nearly everyone will want 2, 3, even 5 or 6 boxes at once. See how easy it is to make up to \$10.00 and more in one hour! Send for your money-making Christmas Card Assortments now and be the first in your neighborhood to take orders and make easy money! Cut out and mail coupon today!



WE SEND YOU EVERYTHING YOU NEED
TO MAKE MONEY RIGHT AWAY!



You get a beautiful assortment of samples — overflowing with stunning designs, glowing colors, rich papers, "stained-glass" effects and much more! Everyone — simply *everyone* — will want them! You also get a beautiful color catalog of exciting gift ideas.

LOOK HOW MANY FOLKS WILL WANT TO
ORDER CARDS FROM YOU!

- | | |
|--|---|
| ☐ Your parents | ☐ The grocer |
| ☐ Your aunts and uncles | ☐ The milkman |
| ☐ Your grandparents | ☐ The postman |
| ☐ Your neighbors | ☐ Your teachers |
| ☐ Your friends' parents | ☐ Local merchants and business people, and many others |

No wonder it's so easy to make up to \$25.00 . . . \$50.00 . . . even \$100.00 and more in your spare time before Christmas! Mail coupon today for **FREE** catalog and sample assortments on approval

MAIL COUPON BELOW TODAY...
for Free Christmas Cards and Money-Making
Sample Assortments. No Postage Needed

HARRY DOEBLA COMPANY, Studio MR-105, Nashua, N.H. 03080

YES! Rush me my money-making Sample Christmas Card Assortments on approval, plus **FREE** full-color gift catalog and other money-making ideas — so I can start making up to \$25.00, \$50.00, \$100.00 and more in my spare time!

Print Name _____

Address _____

City _____ State _____ Zip _____

TM & © 2004 MARVEL

MORE TRIUMPHS FOR MARVEL...!



NOW ON SALE

MARVEL BULLPEN BULLETINS!

FACE FRONT! Here's a whole kaboodle of news and gossip straight from your bullpen to you!

BIG NEWS! An old favorite of yours, Jolly JOE SINNOTT, has rejoined our mighty Marvel team! He'll be inking the F.F. regularly, working on "Agent of Shield," and doing as many other features as we can straddle him with! (Remember his great linking job on F.F. #57? Dyed-in-the-wool Marvelites are still drooling over it!)

Everybody's favorite guessing game these days is trying to figure out the real identity of the "Sub-Mariner's" powerful penciller, ADAM AUSTIN! As most of you have guessed, Adam Austin is only a nom de plume, and one of these days we'll reveal his real name to you—if we don't forget it before then!

Did you know that our bullpen ramrod, Smilin' STAN LEE, also authors MONSTERS UNLIMITED as well as YOU DON'T SAY! Both are slick paper photo-gag magazines, and Stan the Man seems to have the magic touch—both of those humor sensations seem to sell out as fast as our own Marvel masterpieces—and that's sayin' something!

Everybody's been clamoring for a sample of JACK (King) KIRBY's inking as well as his penciling. So, if you'll remind us next spring, we'll try to get him to pencil and ink a special pin-up page for one of next year's Annals! Of course, it'll mean our buying him a brush, but no sacrifice is too great to make for you Marvel madmen!

How do you like the layout of this page, gang? Pretty jazzy, eh? Any comments, suggestions or (wip) criticisms? Grab a sheet of your swingin' stationery and let us know! We're waiting to hear from you!

CAN YOU GUESS WHAT'S IN THIS MYSTERIOUS MAILING TUBE?



It's our next Marvel mail order bombshell! You've been demanding it for months, so we're frantically producing a zillion of 'em right now! Next ish we'll let the cat out of the bag and clue you in, but till then send us your guesses, and we'll try to remember you when our next no-prize academy award time rolls around! 'Nuff said!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #45: At last! The secret of Medusa's mysterious lost race! More about the grotesque Gorgon! And wait! Who see who the Torch meets!

AVENGERS #22: What happens to a world-famous fighting team after they've suffered their first major defeat? This one is a real shocker!

X-MEN #14: See the human race up in arms against the X-Men, as the supernatural "Sentinels" make their first fantastic appearance!

DAREDEVIL #10: A real collector's item! On a dare, Stan let Wally Wood write this one, and it's the most off-beat mystery in years! We'll see the far-out super-villains and the panicky plot twists! Sure to be talked about everywhere!

THOR #122: Having battled Thor to a standstill, the Absorbing Man now dares to attack Odin himself! Also, learn the secret of the hooded mystery man!

STRANGE #139: Fury a prisoner of Hydra! Earth menaced by a batatron bomb! And then—a girl steps in! Plus: Dr. Strange's startling battle with Baron Mordo!

SUSPENSE #72: The most unexpected villain of all poses a daringly different threat to Iron Man, while Captain America faces the macabre menace of "The Sleeper"!

ASTONISH #74: The surprise of the season! Why does Namor use his quest? And, wait! You see what happens to the Leader when the Hulk returns to earth!

SGT. FURY #24: This is the one you've been waiting for! The Howlers fly to the U.S.A. for a furlough—but they get a lot more than they bargained for! Sensational!

LET'S MEET 25 MORE M.M.M.S. MEMBERS:

- | | |
|---|--|
| Jeff Hall
Memphis, Tenn. | Bob Scymanski
Monte Vista, Colo. |
| Phillip Todd
Detroit, Mich. | Clifford Van Gulder
Superior, Wis. |
| Robert Wolowicz
Chicago, Ill. | Jeff Boggess
Ft. Worth, Texas |
| Kevin Knapp
Westmoreland, N.Y. | Danny Emerick
Albany, Ga. |
| Michael Pendleton
Indianapolis, Ind. | Louis Mougin
Kermit, Texas |
| Jeffery Schantz
Emmans, Pa. | Bill Schultz
Hammond, Ind. |
| Bill Kneisel
Brooklyn, N.J. | Butch Kasper
Hammond, Ind. |
| John Dubois
Albuquerque, N. Mex. | Ricky Ward
Milwaukee, Wisc. |
| George Balda
Port Jefferson, N.Y. | Bill Chaffin
Midland, Texas |
| R. Douglas Snyder
Cincinnati, Ohio | Edward Ryan
Brooklyn, N.Y. |
| J. Greco
Baltimore, Md. | Daniel Ottaviano
Bronx, N.Y. |
| Harvey Freed
Detroit, Mich. | Robert Rodriguez
Chicago, Ill. |
| | Geary Chapoff
San Francisco, Calif. |

NOTE: If you don't want to cut up this classy mag, you can send us a copy of our coupon!

Be the rage of the Marvel Age in a swingin' T-Shirt! Order yours today! Tomorrow we may keep 'em for ourselves!



YOURS FOR ONLY \$1.50

SEND FOR YOURS NOW ONLY \$1.00



Send check or money order to:
MARVEL COMICS GROUP DEPT. MO
625 Madison Ave., New York, N.Y. 10022

Check one: ☐ T-Shirt: \$1.50 each ☐ Stationery Kit: \$1.00 each

Name _____
Address _____
City _____ State _____
For SPIDER-MAN ADULT SIZES: Small ☐ Med. ☐ Large ☐
T-SHIRT, CHECK SIZE ✓ YOUTH SIZES: Small ☐ Med. ☐ Large ☐

Please add 15¢ per item for postage and handling

MARCHERS: Write your membership number on coupon for a bonus gift with each order!

THE
M.M.M.S.
WANTS
YOU!

Make out check or money order to:
M.M.M.S. MARVEL COMICS GROUP
625 MADISON AVE., NEW YORK, N.Y. 10022

Hi Gang! Let's face it, I'm a Marvel Mad-
man! Your letter's my hard earned buck! Rush
all your nutty gizmos to...

Name _____
Address _____
City _____ State _____ Age _____
School, College or Occupation _____

THE SPIDER'S WEB

SEND YOUR LETTERS TO:
THE MARVEL COMICS GROUP, SECOND FLOOR, 625 MADISON AVE., NEW YORK, N.Y. 10022

Dear Stan and Steve,

Allow me to introduce myself—I am Saucy Stan, the funny man, Goldstein—a sixth-grade school teacher in the Bronx. Many of my students have been bringing Marvel Comics to school, and being an old comic book fan, I borrowed a few to read. They are really a fantastic set of comics. I agree with my kids who say your closest competitors are a thing of the past. They just don't "have it" anymore. Marvel mags are new, exciting, and extremely funny. I have been able to convince other faculty members to read the Marvel mags and we roar with delight at the play on words you include in each and every issue. Especially funny was your issue of SPIDER-MAN #27. The title itself—"Bring Back My Goblin to Me!"—is a thing of beauty and a joy forever. You guys must be a wild bunch for you keep me in stitches right down to the last page. In a more serious vein, I feel Marvel mags are good for our students. They are on a higher reading level than the other comics and present some interesting science phenomena which are stimulating to their imaginations. Enclosed please find a coupon and check for one Spider-Man T-shirt—I want to be the best-dressed teacher at P.S. 25. Please rush it as I need it for a picnic my class and I are having at Pelham Bay Park! Thanks a lot!

Stanley J. Goldstein, P.S. 25, 811 E. 149th St.
Bronx, N.Y. 10455

S.J., you're our kinda guy! We'll get that T-shirt to you in time if we have to send it via Spidey's web! Thanks for your kind words and good wishes—and, YAY P.S. 25!

Dear Stan and Steve,

Issue #27 was the greatest! Having Spider-Man actually captured and chained in the midst of all those crooks was absolutely stupendous. But please, don't end another story like you did in #26. I had to wait a full month for the next ish and I didn't sleep a night for all those weeks. I will list a few things I would like done to your mag. Keep the people hating Spidey and bring back the Vulture, the Terrible Tinkerer, and the Beetle. I would like to order a T-shirt from you but I just haven't the heart to cut a page from one of your mags. I have only done this once, and that was when I joined the M.M.M.S. Until next month, keep your web out of your hair and face front!

Nick Bradford, Box 8
Duncan, Arizona

Will do, Nick! But, haven't you seen our nifty little notices scrawled on our Bullpen Page? You don't have to rip up your practically priceless Marvel mags to send away for anything—just make a rough copy of our coupon (we can't spell facsimile!) and send it to us! So long as it's accompanied by the proper amount of folding green, so it doesn't get lonely in the envelope, we'll give it the same tender, loving care as a regular coupon receives! How 'at?

—We've gotta tell you this! Our T-shirts and Marvel Stationery are such smashing successes, that we're wildly working on a whole bunch of new and different items for you! Start saving your shekels, because we'll soon be offering a brand-new gizmo which is sure to sweep the nation! (No, it's not a broom!) And wait'll you see the other games, gags, and goodies in the works! So keep your M.M.M.S. button shiny and bright, and face front! We're gonna have a ball!

Dear Stan and Steve,

I still don't know exactly why I liked SPIDER-MAN #27. Maybe it was the title—"Bring Back My Goblin to Me!" No, it couldn't be that! Artie Simek's lettering? No. It boils down to this—the old type of unmaking stories that were so common in the 1940's. Of course I must say that Steve's art always helps. Another fact contributing to the excellence of this story was the combination of the Green Goblin (who I never really cared much for), the Crime-Master, and the mob of common crooks. Please have Spidey fighting side by side with cops more often. Before I close, I just want to say this—boy, I'll never forget panel 8 on page 15! (Hee-hee! that should have every-one digging up that issue!)

Bill Makuta, 195 E. Argyle St.
Valley Stream, N.Y.

We'd rather it had everyone buying it, Billy, but if they just wanna dig, that's their business!

—We give up! We can't resist your appeals, threats, and commands any longer! We may crack under the strain, but we're going to publish X-MEN and DAREDEVIL every thirty days from now on! That's right—they'll both be monthly Marvel Masterworks, starting next ish! That means all our super-titles, (including SGT. FURY) are now monthlies! Who says this isn't the mightiest Marvel Age?

Dear Stan and Steve,

You think Spidey has troubles! I've just noticed that Peter Parker has never had a summer vacation. What's the matter? Does New York use a nine month calendar or something? Or does the Torch use all of Spidey's vacations? He is usually out of school, and don't tell me all the F.F.'s adventures happen on Saturday and Sunday! It seems that every June, July and August issue of Spidey should have him out of school and on summer vacation. By the way, when is the Torch going to enroll in college? He's at least 19 years old, so, come on, let's get with it! Woody Walker, U.K. Comm. R.G.N.
APO, New York, N.Y. 09125

Gosh, Woody, why ask us? We'll pass your letter along to the FANTASTIC FOUR and let them wrestle with it! We have enough trouble answering questions about SPIDEY!



Dear Stan and Steve,

While the cover of issue #27 wasn't the best, the title was certainly the weirdest. "Bring Back My Goblin to Me!" was way out, and so far out that I think I like it. Notice that I say I think I like it—I'm still not positive. Anyhow, it was original. Beyond that there were some fine points about this issue that make it another winner for that neighborhood web-spinner, Spidey. The police were allowed a certain amount of action, a novel touch, and that panel of page 4 where Spidey breaks his chains is a Ditko masterpiece. This bit about his suit shrinking was good, and the chase after the Crime-Master was nicely done. Perhaps one of the best touches was the continuity of the characters and the mystery that it involved. I liked the original thought that Spidey had when he learned who the Crime-Master was—"It's kinda funny—in real life, when a villain is unmasked, he isn't always the butler, or the one you suspected! Sometimes he's a man you didn't even know!" This is realism as only Marvel Comics presents it, and it was a nice touch just as the identity of Fawcett was. Page 19 was a nice, homey piece of material which always makes Peter Parker seem like a real person. Many scholars probe over the writing of Conan Doyle to figure out the dates of Sherlock Holmes adventures, but I think in 100 years some scholar will set down a list on the life of Spider-Man and of the Fantastic Four. I do think we ought to find out who the Green Goblin is. It's not like Marvel to drag things out beyond the limit. One other nice thing about this tale was the ending, and the part which read—"We leave you with this thought—isn't there just a little of Peter Parker in all of us?" Sentimental, perhaps, but a nice touch which leaves this reader with a good feeling.

Donald McGregor, 35 Sophia Drive
W. Warwick, R.I.

Then we've got that in common, Don—because your letter left us with the same good feeling. Thanks, pal.

Dear Stan and Steve,

Hey, you guys! What are you trying to do to all of us loyal fans? Slow down—you're going to drive us into bankruptcy! Lower your prices or slow down. First, you have the M.M.M.S. and that costs us a dollar. Next, you have the T-shirts and they cost \$1.50 each. Now you have the stationery which is \$1.00 a set. You're getting richer and we're getting poorer. Slow down!

Mike Holt, 1324 Fair Park Blvd.
Little Rock, Ark.

It's contest time again! We'll award an eight-cylinder, low-mileage, 1965 no-prize to the reader who sends us the best answer to merchandise Mike's letter! (It may be the coward's way out, but when we're stumped, we'll resort to anything!)



Dear Stan and Steve,

"Bring Back My Goblin to Me" was definitely not what I expected, for several reasons. 1) The Crime-Master was somebody I don't even know—I know this is more realistic, but it's not what I wanted. 2) Why couldn't it be J.J.J.? He hasn't been playing a major role lately—a little while in jail would help him. 3) It has been 13 months since the Goblin was introduced and we still don't know who he is. Here's an earth-shattering idea: Spidey has had the same costume since he gained his powers, and it's getting a little boring. You should keep the same design, which is perfect, but change the colors. Green for the red, and yellow for the blue, would be much flashier and offer a change.

Ken Jacobs, 1157 E. Hottel
Philadelphia, Pa. 19150

Aww, c'mon Ken! It took us all these years to get our cavortin' coloring department to memorize the colors

on the costume Spidey wears now! We couldn't stand the strain of having to teach 'em all over again! (Wanna know an inside secret? Our whole coloring "department" consists of one sleepy guy named Stan C., who also moonlights by drawing MILLIE THE MODEL when no one's looking!)

Dear Stan and Steve,

The thing I like best about Marvel Pop Art Productions is the logical and realistic way the stories end. For instance, in SPIDER-MAN #27 Spidey learned that in real life a villain isn't always someone you know. The art in THOR #119 was unsurpassed by any Thor you've ever produced. When the temple blew up on page 12, I thought it was going to hit me! But, how could that one little hammer blow destroy the whole temple? Recently, some of my fellow students and I formed a Spider-Man fan club, and guess who our first charter member was? My English teacher! We presented a certificate to her after our final exam, and was she pleased! By the way, congrats on the cover of SPIDER-MAN #28—it was a real work of art!

Robert Chandler, 2213 Ridgewood Drive
Gastonia, No. Car.

And wotta ya think the other covers are—hamfat? Nice hearing from you, Bobby boy, and if you'll send us your English teacher's name, we'll see that she gets a complimentary kit of our swingin' stationery. (And don't worry—we won't charge it to you!)

Dear Stan and Steve,

I would like to tell the fan who questioned it why Spidey is alternating in his popularity. Wouldn't it be dull if in every issue he was liked, always getting cheers, like the barber who's never wrong? But wouldn't it be dull, also, if he was always hated, like a big fat jerk who never does anything right? Whassamatter with a little change? Me, I get sick of these super-heroes who are always liked and can do no wrong, but Spidey is a refreshing difference. For once here's a super-hero who's changeable! I've got a problem that bugs me every time I read a Spidey mag. When you picture Peter Parker, he has a crew-cut that makes his head look square, and the question is how does he get such a square head into such a round costume? I mean, really now, it seems odd. If he were Mr. Fantastic I could understand, but Spidey's head isn't compressible, now is it? Well, enough of this. Spidey and his mag are my favorites which is more than I've said in the whole other part of my letter.

K. Krauss, 689 N. 8th Ave.
Hillsboro, Oregon

We'll leave your question to some of our other rabid readers to answer for you, K.K.! But, we've got an urgent query for you! Who is that barber you referred to? The one whom everyone cheers because he's never wrong? He must be a Brand X character—we don't remember using him!

Dear Stan and Steve,

Issues #26 and #27 of Spidey were great! How you guys think 'em up I'll never know! I think the element of mystery does a lot for any mag. The art was exceptionally good. The "bang bang-you're dead-I quit" plot is o.k., but the "bang bang-you're dead-let's figure how it happened" plot is better. I shouldn't write a complimentary letter to you guys because it'll go to your head. It's hard to find something wrong, but I'll try—if you're thinking of having Spider-Man join a team—forget it! It would cramp his style. He's a lone wolf and you know it! No teams are good enough—no offense to your other teams, of course—and I hope other readers agree with me.

Jerry Weber, 521 Carey St.
Lansing 15, Mich.

Why do so many letter writers hope that other readers will agree with 'em, Jer? Look at ol' Stan—nobody's agreed with him in years! Mebbe it's because no one can ever figure out what he's saying! Whenever he talks, it sounds like the clicking of typewriter keys! Hey! Maybe it is typewriter keys!

—Next ish we've got a real zingy surprise waiting for you! The identity of the Master Planner will be one of the sensations of the season! And, if action is what you're after—Nuff said! So don't let us catch you napping in your web when SPIDER-MAN #32 goes on sale! We're producing it just for you! (—And Irving Forbush!)



LOOK, FELLOWS!
You Can Win Your Choice of
Neat Prizes **FREE** Regularly
PLUS AS MUCH \$100 to \$500 CASH
AS
EVERY WEEK!

If You're a Boy 12 Years Old or Older, You Can Be a Happy, Prosperous GRIT Salesman

Join over 30,000 boys who win dandy FREE Prizes and make as much as \$1.00 to \$5.00 and even more, selling GRIT to friends, neighbors, relatives and others, every week. Everyone is eager to buy GRIT from you at only 15¢ a copy, because it contains World News, Sports, Women's Features, Children's Page, Popular Comics, Games, Puzzles, Exciting Fiction.

GRIT Sells for 15¢ a Copy... You Keep 5¢ Profit!

Yes, 5¢ out of every 15¢ you take in is yours to keep. Sell only 20 copies a week, and you make \$1.00 profit each week, \$52.00 in a year... plus valuable Prizes you win FREE regularly! We'll help you get started now, in a profitable business of your own. Mail the Coupon TODAY!

Over 30,000 Boys Make Money and Get Dandy Prizes Without 1¢ Cost

We'll send you GRIT right away, by mail, along with many valuable selling helps. You pay ONLY for the copies you sell until you know how many to order. Like 30,000 other boys, 12 or older, you'll find selling GRIT is easy, fun—and profitable!

MAIL THIS COUPON TODAY!

If coupon is already torn out, print your name, address, age and date of birth on a postcard and mail it to:

GRIT Department MC 10-5
Williamsport, Penna. 17704

GRIT PUBLISHING CO.,
Williamsport, Pa., 17704

PLEASE PRINT
Dept. MC 10-5

Send my first bundle of papers, selling helps and prize offers.

Name _____

Are You a Boy? _____ Age _____ Date Born _____ Year _____

In Care of _____

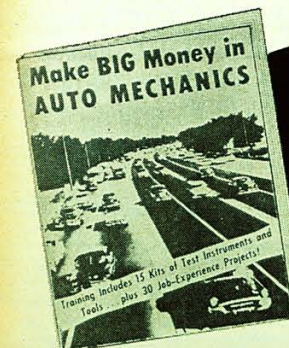
Street and No. _____ R.F.D. _____

Post Office _____ State _____

Zip Code No. _____

Print Your Last Name Plainly Here _____

TM & © 2004 MARVEL



**THIS FREE BOOK SHOWS HOW
YOU CAN MAKE BIG MONEY
AS AN AUTO MECHANIC**
even while you're learning!

Send for it today! Absolutely free!

Look around you. Thousands of men today are making more money as auto mechanics than they ever thought possible—\$150, \$200, \$250 a week. What's the difference between these successful men and you, besides big money and a good, steady job? Probably very little. Here's a chance to see for yourself—without spending a cent—how easily you can join the ranks of these ambitious men, how you can start high, get ahead fast and earn as much as you need as an auto mechanic. *Clip the coupon below and mail it today for your FREE BOOKLET, "Make Big Money in Auto Mechanics."*

All the tools, testing instruments and help you need to earn big money fast in Automotive Mechanics, Scientific Motor Tune-up, Automatic Transmissions, Automotive Air Conditioning.

Here are some of the things you'll see for yourself in this valuable FREE booklet...

- A quick way to get the training you need to become a success—in your spare time—and without losing a day's time or pay from your present job
- How to get a better job with more pay as an auto mechanic
- How to start your own business
- How to earn extra dollars as a specialist
- How to earn big money, even while you're learning
- How to get solid, practical experience without leaving your present job
- How to develop your skill with tools and test instruments
- How you can stop wishing and be a top-pay auto mechanic

The only difference between these men and you is that they acted

"Since starting my automotive course, I have worked on almost 50 different repair jobs, some including major overhaul."—Dale Grieser, Wisner, Neb.

"The auto course helps me in rebuilding engines. Also I am making more money than I ever did—have had two pay raises."—Frederick Rauland, Geneva, N.Y.

"I earn a good living and am getting much more work."—Angelo Carrieri, Altoona, Pa.

"Started with a Ford dealer soon after I earned my CTI diploma."—Robert Bloemcke, North Wales, Pa.

You are needed—mail coupon now for free booklet... see for yourself

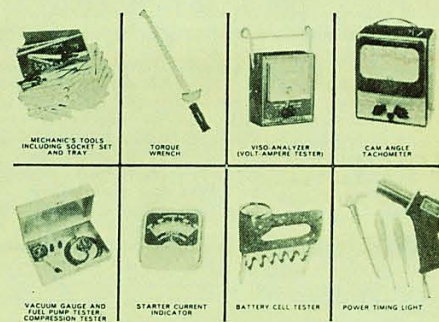
The shortage of trained auto mechanics today is staggering. Thousands of good jobs go begging—and more open up every day. A national publication recently reported that at least 50,000 new men are needed in the field immediately. Little wonder the pay is so high and the future so bright.

If you're tired of just getting along, if you'd really like to get moving in a good job or a business of your own—find out just how easy it is through tested and proved CTI spare-time training. There's no cost, no obligation. **SEND FOR YOUR FREE BOOKLET TODAY.**



Commercial Trades Institute
Chicago, Illinois 60626

Accredited Member National Home Study Council



COMMERCIAL TRADES INSTITUTE

Dept. A-558

1400 GREENLEAF AVENUE • CHICAGO, ILLINOIS 60626

Please send me, absolutely free and without obligation, your fact-filled booklet, **MAKE BIG MONEY IN AUTO MECHANICS**. Also include, free and without obligation, your sample lesson.

Name _____ Age _____

Address _____

City _____ State _____ Zip Code _____

Mail today • no cost • no obligation • mail today

TM & © 2004 MARVEL



Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Gosti	Harold Von Schmidt
Peter Helck	Albert Dorne

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists Schools Studio 7713, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and descriptive brochure.

Mr. ☐ Age _____
 Mrs. ☐ Age _____
 Miss ☐ Please circle one and print name
 Address _____
 City _____ Zone _____
 County _____ State _____